

STATEMENT OF INFORMATION  
FURNISHED TO THE SUPERINTENDENT  
PURSUANT TO SECTION 1506 OF THE INSURANCE LAW  
IN CONNECTION WITH THE APPLICATION FOR APPROVAL OF THE  
ACQUISITION OF CONTROL  
OF A DOMESTIC INSURER  
(the “Application”)

PHOENIX LIFE INSURANCE COMPANY  
NAIC No. 67814  
(the “Domestic Insurer”)  
by

**Davero Merger Sub Corp.**  
(“Merger Sub”);

Whose Direct Controlling Person Is  
**Nassau Reinsurance Group Holdings,  
L.P.**  
(“Nassau”);

Whose Direct Controlling Person Is  
**Nassau Reinsurance Group Holdings  
GP, LLC**  
(“Nassau Re Holdco GP”);

Whose Direct Controlling Person Is  
**Nassau Holdings, L.P.**  
(“Nassau Holdings LP”);

Whose Direct Controlling Person Is  
**Nassau Holdings, GP Ltd.**  
(“Nassau Holdings GP”);

(collectively, the “Applicants”)

Filed with the New York State Department of Financial Services (the “Department”)

Date: November 6, 2015

Names, Titles, Addresses and Telephone Numbers of Individuals to Whom  
Notices and Correspondence Concerning This Statement Should be Addressed:

**Debevoise & Plimpton LLP**  
**919 Third Avenue**  
**New York, NY 10022**

**Telephone: 212-909-7235**  
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**Attention: Michael D. Devins, Esq.**  
**Marilyn A. Lion, Esq.**

### Confidential Treatment Request

This Application for Approval of the Acquisition of Control of the Domestic Insurer seeks approval of the Superintendent of Financial Services of the State of New York (the “Superintendent”) pursuant to New York Insurance Law Section 1506 for the proposed acquisition of control by the Applicants of the Domestic Insurer.

Pursuant to N.Y. Pub. Off. L. § 89(5), the Applicants request that this Application together with the exhibits hereto and any items that will be submitted separately as supplements be afforded confidential treatment and be excepted from disclosure pursuant to N.Y. Pub. Off. L. § 87(2)(a) and N.Y. Ins. L. § 1504(c).

Furthermore, this Application by the Applicants together with the exhibits hereto and any items that will be submitted separately as supplements contain confidential information, business plans and strategies that are not otherwise available to the public and that, if disclosed, could cause substantial injury to the competitive position of the Applicants. Accordingly, pursuant to N.Y. Pub. Off. L. § 89(5) and New York Department of Financial Services Insurance Regulation No. 71, 11 N.Y.C.R.R. pt. 241, the Applicants request that this Application, including all exhibits attached hereto, and any supplements hereto, be afforded confidential treatment and be excepted from disclosure pursuant to N.Y. Pub. Off. Law § 87(2)(d) and New York Department of Financial Services Insurance Regulation No. 71, 11 N.Y.C.R.R. pt. 241.

In addition, the information in the completed biographical questionnaires that are being submitted with, and will be submitted as a supplement to, this Application is being submitted to the Superintendent in confidence and contains information that is not otherwise available to the public and should be afforded confidential treatment. All such information is provided with the express understanding that the confidentiality of such information will be safeguarded and all persons submitting biographical questionnaires will be protected from any and all unwarranted invasions of privacy pursuant to all applicable provisions of law, including but not limited to, N.Y. Pub. Off. Law §§ 87(2)(b), 89(2) and 96 and New York Department of Financial Services Insurance Regulation Nos. 71 and 116, 11 N.Y.C.R.R. pts. 241 and 242.

## **ITEM 1. INSURER AND METHOD OF ACQUISITION**

### **(i) The Domestic Insurer**

The name and address of the Domestic Insurer to which this Application relates is:

Phoenix Life Insurance Company  
31 Tech Valley Drive  
East Greenbush, NY 12061  
NAIC No. 67814

### **(ii) Description of How Control is Acquired**

The following is a summary of the proposed method of the acquisition of control of the Domestic Insurer by the Applicants (the “Proposed Acquisition”).

The Domestic Insurer is a wholly owned subsidiary of The Phoenix Companies, Inc., a Delaware corporation and publicly traded insurance holding company that controls the Domestic Insurer (“Phoenix”).

On September 28, 2015, Nassau, Merger Sub and Phoenix entered into an Agreement and Plan of Merger (the “Merger Agreement”), pursuant to which, subject to satisfaction of all closing conditions (including approval by the Superintendent of the Proposed Acquisition), Merger Sub will be merged with and into Phoenix (the “Merger”), with Phoenix continuing as the surviving corporation. As a result of the Proposed Acquisition, each issued and outstanding share of common stock, par value \$0.01 per share, of Phoenix will be converted into the right to receive \$37.50 in cash and cancelled (other than (A) shares held by Phoenix in treasury, (B) any shares held, directly or indirectly by Nassau or Merger Sub and (C) any shares to be cancelled and any dissenting shares). As a result of the Proposed Acquisition, Phoenix as the surviving corporation will become a wholly-owned subsidiary of Nassau and Nassau will indirectly acquire control of the Domestic Insurer.

A copy of the Merger Agreement is attached hereto as Exhibit 1.

The summary of the principal terms of the Proposed Acquisition is qualified in its entirety by reference to the Merger Agreement.

## **ITEM 2. IDENTITY AND BACKGROUND OF APPLICANT**

### **(a) Name and Business Address of the Applicants and the Individuals Identified Pursuant to Note B of 11 N.Y.C.R.R. 80.6 (“Insurance Regulation 52”)**

The names and business addresses of the Applicants seeking to acquire control over the Domestic Insurer are as follows:

Davero Merger Sub Corp.

Nassau Reinsurance Group Holdings, L.P.  
Nassau Reinsurance Group Holdings GP, LLC  
Nassau Holdings, L.P.  
Nassau Holdings, GP Ltd.  
450 Park Avenue, 24<sup>th</sup> Floor  
New York, New York 10022

### **Merger Sub**

The names and business addresses of the executive officers and directors of Merger Sub are as follows:

<u>Name</u>	<u>Position Held</u>	<u>Business Address</u>
Phillip Gass	Director and President	Nassau Reinsurance Group 450 Park Avenue, 24th Floor New York, New York 10022
Kostas Cheliotis	Director and Secretary	Nassau Reinsurance Group 450 Park Avenue, 24th Floor New York, New York 10022

### **Nassau**

The name and business address of the general partner of Nassau is Nassau Reinsurance Group Holdings GP, LLC, 450 Park Avenue, 24th Floor, New York, New York 10022. There are no officers or directors of Nassau.

### **Nassau Re Holdco GP**

The name and business address of the sole member of Nassau Re Holdco GP is Nassau Holdings, L.P., 450 Park Avenue, 24th Floor, New York, New York 10022. The names and business addresses of the executive officers and managers of Nassau Re Holdco GP are as follows:

<u>Name</u>	<u>Position Held</u>	<u>Business Address</u>
Phillip Gass	Manager and President	Nassau Reinsurance Group 450 Park Avenue, 24th Floor New York, New York 10022
Kostas Cheliotis	Manager and Secretary	Nassau Reinsurance Group 450 Park Avenue, 24th Floor New York, New York 10022

### **Nassau Holdings LP**

The name and business address of the general partner of Nassau Holdings LP is Nassau Holdings, GP Ltd., 450 Park Avenue, 24th Floor, New York, New York 10022. There are no officers or directors of Nassau Holdings LP.

## **Nassau Holdings GP**

No shareholder owns greater than 9.9% of the issued and outstanding capital stock of Nassau Holdings GP.

The names and business addresses of the directors of Nassau Holdings GP are as follows (there are no executive officers of Nassau Holdings GP):

<u>Name</u>	<u>Position Held</u>	<u>Business Address</u>
Rajeev J. Amara	Director	Golden Gate Private Equity, Inc., One Embarcadero Center, Suite 3900, San Francisco, California 94111
Prescott H. Ashe	Director	Golden Gate Private Equity, Inc., One Embarcadero Center, Suite 3900, San Francisco, California 94111
Rishi Chandna	Director	Golden Gate Private Equity, Inc., One Embarcadero Center, Suite 3900, San Francisco, California 94111
Kostas Cheliotis	Director	Nassau Reinsurance Group 450 Park Avenue, 24th Floor New York, New York 10022
Michele L. Coad-Shahroody	Director	Golden Gate Private Equity, Inc., One Embarcadero Center, Suite 3900, San Francisco, California 94111
David C. Dominik	Director	Golden Gate Private Equity, Inc., One Embarcadero Center, Suite 3900, San Francisco, California 94111
Phillip Gass	Director	Nassau Reinsurance Group 450 Park Avenue, 24th Floor New York, New York 10022
Daniel J. Haspel	Director	Golden Gate Private Equity, Inc., One Embarcadero Center, Suite 3900, San Francisco, California 94111
Christopher J. Hooper	Director	Golden Gate Private Equity, Inc., One Embarcadero Center, Suite 3900, San Francisco, California 94111
Robert O. Little	Director	Golden Gate Private Equity, Inc., One Embarcadero Center, Suite 3900, San Francisco, California 94111
Stephen D. Oetgen	Director	Golden Gate Private Equity, Inc., One Embarcadero Center, Suite 3900, San Francisco, California 94111

(b) Residence Address of each Identified Natural Person

None of the Applicants are natural persons.

The residence addresses of the executive officers and directors of the Applicants are included in the Biographical Affidavits that will be submitted separately to the Superintendent as part of a confidential supplement to this Application.

- (c) Present Principal Business Activity, Occupation or Employment of the Applicants and the Individuals Identified Pursuant to Note B of Insurance Regulation 52 and Address of any Corporation or Other Organization in which Such Employment is Carried On

The present principal business activity of each Applicant is described below.

#### **Merger Sub**

*Davero Merger Sub Corp.* is a Delaware corporation and a wholly owned subsidiary of Nassau. At the Closing, Merger Sub will merge with and into Phoenix with Phoenix as the surviving corporation. Merger Sub conducts no other business.

#### **Nassau**

*Nassau Reinsurance Group Holdings, L.P.* is a Delaware limited partnership. Nassau is managed by Nassau Re Holdco GP. Nassau is intended to be the principal U.S. holding company for all of the Nassau group's insurance businesses, including Phoenix and the Domestic Insurer. The Nassau group was launched in April 2015 and is an insurance and reinsurance business focused on acquiring and operating United States and foreign platforms with long tail liabilities in the life, annuity and long term care sectors.

#### **Nassau Re Holdco GP**

*Nassau Reinsurance Group Holdings GP, LLC* is a Delaware limited liability company and the general partner of Nassau Re Holdco LP. Nassau Re Holdco GP conducts no other business.

#### **Nassau Holdings LP**

*Nassau Holdings, L.P.* is a Cayman Islands exempted limited partnership managed by Nassau Holdings GP and acts as an intermediate holding company and conducts no other business.

#### **Nassau Holdings GP**

*Nassau Holdings, GP Ltd.* is a Cayman Islands exempted company and the general partner of Nassau Holdings LP. Nassau Holdings GP conducts no other business.

The present principal business activities of the executive officers and directors of the Applicants are included in the Biographical Affidavits that will be submitted separately to the Superintendent as part of a confidential supplement to this Application.

(d) Background Information

Completed original Biographical Affidavits for the following will be submitted separately to the Superintendent as part of a confidential supplement to this Application: Rajeev J. Amara, Prescott H. Ashe, Kostas Cheliotis, Michele L. Coad-Shahroody, David C. Dominik, Phillip Gass, Daniel J. Haspel, Christopher J. Hooper, Robert O. Little and Stephen D. Oetgen. A completed original Biographical Affidavit for Rishi Chandna will be provided separately to the Superintendent as part of a confidential supplement when available.

Fingerprints of each person who submits a Biographical Affidavit will be provided supplementally when available.

(e) Criminal Proceedings

To the best knowledge, information and belief of the Applicants, none of the Applicants nor the persons identified pursuant to Note B of Regulation 52 has ever been convicted in a criminal proceeding (excluding traffic violations).

(f) Applicants Organization Chart

Attached to this Application as Exhibit 2 and Exhibit 3 are organizational charts presenting the identities and interrelationships among the Applicants and their affiliates immediately before and after the Proposed Acquisition. Such charts indicate the percentage of voting securities of each person that is owned or controlled by the Applicants (and the aggregate voting power represented by such shares), and the type of organization and the jurisdiction of domicile of each person specified therein. No court proceedings involving a reorganization or liquidation are pending with respect to any of the Applicants or their affiliates listed on Exhibit 2 or Exhibit 3.

**ITEM 3. FINANCIAL STATEMENTS**

The Applicants do not have financial statements as these entities are newly formed. Unaudited Pro Forma Financial Statements of these entities following the closing of the Proposed Acquisition will be submitted separately to the Superintendent when available.

**ITEM 4. NATURE, SOURCE AND AMOUNT OF CONSIDERATION**

(a) Nature, Source and Amount of Consideration

As described in Item 1, under the terms of the Merger Agreement, each issued and outstanding share of common stock, par value \$0.01 per share, of Phoenix will be



converted into the right to receive \$37.50 in cash and cancelled (other than (A) shares held by Phoenix in treasury, (B) any shares held, directly or indirectly by Nassau or Merger Sub and (C) any shares to be cancelled and any dissenting shares). Total aggregate consideration to be paid by Nassau in the Acquisition will be approximately \$217.2 million (the “Merger Consideration”).

Nassau will acquire the funds necessary to pay the Merger Consideration through capital contributions from the limited partners of Nassau Holdings LP, including Golden Gate Capital Opportunity Fund, L.P., a private equity fund managed by Golden Gate Private Equity, Inc. (“Golden Gate”). Golden Gate has provided a commitment to Nassau to provide funds sufficient to pay the Merger Consideration pursuant to the terms of an equity commitment letter (the “Equity Commitment Letter”). A copy of the Equity Commitment Letter will be submitted separately to the Superintendent as part of a confidential supplement to this Statement.

(b) Borrowing

None of the funds necessary to consummate the acquisition of the Domestic Insurer by Nassau will be borrowed from third party sources.

(c) Criteria

The basis and terms of the Merger Agreement, including the nature and amount of consideration for Phoenix, were determined by arms’ length negotiation between unrelated parties with advice of their respective financial, legal and other advisors. The Merger Consideration was determined in view of the financial position and results of operation of Phoenix, including the past and present business operations, historical and potential earnings, financial condition and prospects, assets and liabilities and such other factors and information as the Applicants considered relevant under the circumstances. Fairness opinions from each of Sandler O’Neill & Partners and Goldman, Sachs & Co. were provided to the board of directors of Phoenix, stating that the Merger Consideration is fair, from a financial point of view, to the shareholders of Phoenix. Macquarie Capital (USA) Inc. (“Macquarie”) provided financial advice to Nassau.

## **ITEM 5. OBJECTIVES IN ACQUISITION OF CONTROL**

(a) Certain Plans or Proposals

Neither Applicants nor any person identified pursuant to Note B of Insurance Regulation 52 have any present plans to cause the Domestic Insurer to declare a dividend (whether or not extraordinary), to liquidate the Domestic Insurer, to sell any of its assets, or to merge the Domestic Insurer with any person or persons, or to make any other material change to the Domestic Insurer’s business operations, corporate structure or management. However, the Applicants would note that the business operations of the Domestic Insurer may change in a manner consistent with sound business practices and

the growth and stability of its business, and in accordance with applicable law, including any required regulatory approvals.

The names of the proposed directors and executive officers of the Domestic Insurer will be provided supplementally when available.

The Applicants reserve the right, after the consummation of the Proposed Acquisition, to review any of the Domestic Insurer's assets, name, corporate structure, capitalization, dividend policy, operations, products and services, Articles of Incorporation, by-laws, management and personnel and, subject to applicable state insurance regulatory requirements, including those under New York law, to make any further changes that the Applicants deem necessary in light of such review or future developments.

(b) Plan of Operations

A copy of the Business Plan for the Domestic Insurer, including financial projections, will be submitted separately to the Superintendent as part of a confidential supplement to this Application.

**ITEM 6. INTEREST IN SECURITIES OF THE INSURER**

(a) Interest in the Domestic Insurer's Equity Securities

Phoenix currently owns 100% of the outstanding voting securities of the Domestic Insurer. As a result of the Proposed Acquisition, the Applicants will become controlling persons of the Domestic Insurer as a result of Nassau acquiring 100% of the issued and outstanding shares of Phoenix pursuant to the Merger Agreement. Except for rights to acquire voting securities provided for or referenced in the Merger Agreement, none of the Applicants, their affiliates or the persons listed in Item 2(a) currently intends to acquire any voting securities issued by the Domestic Insurer or any of its controlling persons.

The terms and conditions of the transactions described in the prior paragraph are set forth in the Merger Agreement attached hereto as Exhibit 1 and are discussed in Items 1 and 4 above. The terms and conditions of the Merger Agreement were agreed upon in an arms' length negotiation and the terms.

(b) Interest in the Domestic Insurer's Obligations

None of the Applicants nor any person identified pursuant to Note B of Regulation 52 nor any person controlled by the Applicants has any interest in any other securities of Phoenix or the Domestic Insurer, including their notes, bonds and other corporate obligations.

(c) Prior Transactions

No transactions during the past six months in any securities of Phoenix or the Domestic Insurer were effected by any of the Applicants, by any person identified pursuant to Note B of Regulation 52 or, to the knowledge of the Applicants, by persons controlling, controlled by or under common control with the Applicants or any director or executive officer of the Applicants or their affiliates, other than investments made in the ordinary course of business.

#### **ITEM 7. CONTRACTS, ARRANGEMENTS OR UNDERSTANDINGS WITH RESPECT TO SECURITIES OF THE INSURER**

Other than the transactions described in this Application, including the Merger Agreement, there are no written or oral agreements, arrangements or undertakings between the Applicants, their affiliates or the persons identified pursuant to Note B of Regulation 52 and any other person with respect to any voting security of the Domestic Insurer or any of its controlling persons.

#### **ITEM 8. PERSONS RETAINED, EMPLOYED OR TO BE COMPENSATED**

Except for the agreement with Macquarie, who acted as financial advisors in connection with the acquisition of the Domestic Insurer and its affiliates, no agreement, contract or understanding has been made by the Applicants or any person on their behalf to make solicitations or recommendations to security holders for the purpose of assisting in the acquisition of control of the Domestic Insurer. The Applicants estimate the total amount of fees to be paid to Macquarie for such financial advisory services to be up to \$1.5 million.

#### **ITEM 9. MATERIAL TO BE FILED AS EXHIBITS**

(a) Tender Offer Materials

The Applicants are not aware of any tender offers for, requests or invitations for tenders of, exchange offers for and agreements to acquire or exchange any voting securities of the Domestic Insurer or any additional soliciting material relating thereto.

(b) Operating Agreements for Any Person Identified Pursuant to Note B of Insurance Regulation 52

Copies of the limited partnership agreements and limited liability company agreements pursuant to which the persons identified pursuant to Note B control or purport to control the Applicants or any other person identified pursuant to Note B will be submitted separately to the Superintendent as part of a confidential supplement to this Application.

(c) Competitive Impact.

The acquisition of the Domestic Insurer by the Applicants will not have the effect of substantially lessening the competition in any line of commerce in insurance because

the Applicants do not own or control any insurance companies that write business in the same lines of business as the Domestic Insurer.

(d) Exhibits

A complete index to the Exhibits in this Application follows:

<b>Exhibit</b>	<b>Name of Exhibit</b>
1	Agreement and Plan of Merger
2	Organizational Chart Prior to the Change of Control
3	Organizational Chart Following the Change of Control

**ITEM 10. AMENDMENT OF THE APPLICATION**

The Applicants will promptly advise the Superintendent of any changes in the information furnished herein arising subsequent to the date upon which such information was furnished but prior to the Superintendents disposition of this Application.

October 16, 2015

BY FEDEX

Financial Examination Section  
Alaska Division of Insurance  
550 W. 7th Avenue, Suite 1560  
Anchorage, AK 99501-3567

**Proposed Acquisition of The Phoenix Companies, Inc. ("Phoenix") by Nassau Reinsurance Group Holdings, L.P.**

To Whom It May Concern:

On behalf of our client, Nassau Reinsurance Group Holdings, L.P. ("Nassau Holdings"), we are writing to inform the Division of Insurance of the proposed acquisition by Nassau Holdings of Phoenix, a Delaware corporation and the ultimate parent of PHL Variable Insurance Company, a Connecticut domiciled insurer, Phoenix Life and Annuity Company, a Connecticut domiciled insurer, American Phoenix Life and Reassurance Company, a Connecticut domiciled insurer, and Phoenix Life Insurance Company, a New York domiciled insurer (the "Proposed Transaction").

Nassau Holdings is not an insurer and none of its affiliates or controlling persons own or control any insurance company doing business in Alaska. Therefore, the Proposed Transaction will not result in any anti-competitive effect or any increase in market share in any life insurance or annuity market in Alaska. As of December 31, 2014, Phoenix's total market share in Alaska (a) in the Individual Deposit Type Contracts line of business was approximately 10.56% and (b) in each other line of insurance business was less than one percent.

Based on the foregoing facts, Nassau Holdings is exempt from filing a pre-acquisition notification statement pursuant to Section 21.22.065 of the Alaska Insurance Code because it qualifies for the exemptions set forth in each of Sections 21.22.065(j)(5)(A), (B) and (C).

Best regards,



Michael D. Devins

cc: Nassau Reinsurance Group Holdings, L.P.  
c/o Golden Gate Private Equity, Inc.  
One Embarcadero Center, Suite 3900  
San Francisco, California 94111  
Attention: Phillip J. Gass